



QUARTERLY STATEMENT
AS OF June 30, 2012
OF THE CONDITION AND AFFAIRS OF THE
TOTAL HEALTH CARE USA, INC.

NAIC Group Code	1238 (Current Period)	1238 (Prior Period)	NAIC Company Code	12326	Employer's ID Number	38-3240485
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	02/18/1994		Commenced Business	02/18/1994		
Statutory Home Office	3011 W. GRAND BLVD., SUITE 1600 (Street and Number)		DETROIT, MI 48202 (City, or Town, State and Zip Code)			
Main Administrative Office	3011 W. GRAND BLVD., SUITE 1600 (Street and Number)					
	DETROIT, MI 48202 (City or Town, State and Zip Code)		(313)871-2000 (Area Code) (Telephone Number)			
Mail Address	3011 W. GRAND BLVD., SUITE 1600 (Street and Number or P.O. Box)		DETROIT, MI 48202 (City, or Town, State and Zip Code)			
Primary Location of Books and Records	3011 W. GRAND BLVD., SUITE 1600 (Street and Number)					
	DETROIT, MI 48202 (City, or Town, State and Zip Code)		(313)871-2000 (Area Code) (Telephone Number)			
Internet Web Site Address	TOTALHEALTHCAREONLINE.COM					
Statutory Statement Contact	NICOLE ROUSH, CFO (Name)		(313)871-6402 (Area Code)(Telephone Number)(Extension)			
	NKHODADADEH@THC-ONLINE.COM (E-Mail Address)		(313)871-4762 (Fax Number)			

OFFICERS

Name	Title
RANDY NAROWITZ	EXECUTIVE DIRECTOR
KATHY KATHER	SECRETARY
DOUGLAS PAUL BAKER	TREASURER
ROBYN JAMES ARRINGTON JR., M.D.	MEDICAL DIRECTOR

OTHERS

DIRECTORS OR TRUSTEES

DOUGLAS PAUL BAKER	KATHY KATHER
RUBY OCTAVIA COLE	GERTRUDE HELEN MINKIEWICZ
JEANETTE ABBOTT	

State of Michigan
County of WAYNE ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
RANDY NAROWITZ	KATHY KATHER	DOUGLAS PAUL BAKER
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
EXECUTIVE DIRECTOR	SECRETARY	TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2012

a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds	999,999		999,999	994,551
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks				
3.	Mortgage loans on real estate:				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances)				
4.2	Properties held for the production of income (less \$.....0 encumbrances)				
4.3	Properties held for sale (less \$.....0 encumbrances)				
5.	Cash (\$.....26,748,623), cash equivalents (\$.....0) and short-term investments (\$.....331,224)	27,079,847		27,079,847	25,785,470
6.	Contract loans (including \$.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets				
9.	Receivables for securities				
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	28,079,846		28,079,846	26,780,021
13.	Title plants less \$.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	7,800		7,800	32,070
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection	1,273,422	1,583	1,271,839	1,433,461
15.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
15.3	Accrued retrospective premiums				
16.	Reinsurance:				
16.1	Amounts recoverable from reinsurers	2,250		2,250	313,561
16.2	Funds held by or deposited with reinsured companies				
16.3	Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans				
18.1	Current federal and foreign income tax recoverable and interest thereon				
18.2	Net deferred tax asset				
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software				
21.	Furniture and equipment, including health care delivery assets (\$.....0)				
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates	1,602		1,602	
24.	Health care (\$.....720,869) and other amounts receivable	1,270,399	549,530	720,869	538,741
25.	Aggregate write-ins for other than invested assets	114,035	104,370	9,665	180
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	30,749,354	655,483	30,093,871	29,098,034
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	Total (Lines 26 and 27)	30,749,354	655,483	30,093,871	29,098,034
DETAILS OF WRITE-INS					
1101.				
1102.				
1103.				
1198.	Summary of remaining write-ins for Line 11 from overflow page				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501.	Prepaid	104,370	104,370		
2502.	Other Receivable	9,665		9,665	180
2503.	AR - Other				
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	114,035	104,370	9,665	180

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded)	11,391,171		11,391,171	9,561,626
2.	Accrued medical incentive pool and bonus amounts	197,467		197,467	36,004
3.	Unpaid claims adjustment expenses	254,508		254,508	213,165
4.	Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	2,433,234		2,433,234	2,771,994
9.	General expenses due or accrued	360,126		360,126	542,292
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates				682,501
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
20.	Reinsurance in unauthorized companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans				
23.	Aggregate write-ins for other liabilities (including \$.....0 current)				1,458
24.	Total liabilities (Lines 1 to 23)	14,636,506		14,636,506	13,809,040
25.	Aggregate write-ins for special surplus funds	X X X	X X X		
26.	Common capital stock	X X X	X X X		
27.	Preferred capital stock	X X X	X X X		
28.	Gross paid in and contributed surplus	X X X	X X X	6,273,089	6,273,089
29.	Surplus notes	X X X	X X X		
30.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
31.	Unassigned funds (surplus)	X X X	X X X	9,184,276	9,015,905
32.	Less treasury stock, at cost:				
32.10 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.20 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	15,457,365	15,288,994
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	30,093,871	29,098,034
DETAILS OF WRITE-INS					
2301.	Accrued Other				1,458
2302.				
2303.				
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				1,458
2501.	X X X	X X X		
2502.	X X X	X X X		
2503.	X X X	X X X		
2598.	Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.	X X X	X X X		
3002.	X X X	X X X		
3003.	X X X	X X X		
3098.	Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	X X X	165,888	158,843	320,037
2.	Net premium income (including \$.....0 non-health premium income)	X X X	47,173,875	44,890,766	90,866,766
3.	Change in unearned premium reserves and reserves for rate credits	X X X			
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X			
5.	Risk revenue	X X X			
6.	Aggregate write-ins for other health care related revenues	X X X			
7.	Aggregate write-ins for other non-health revenues	X X X			
8.	Total revenues (Lines 2 to 7)	X X X	47,173,875	44,890,766	90,866,766
Hospital and Medical:					
9.	Hospital/medical benefits		27,181,320	25,013,299	53,562,436
10.	Other professional services		2,384,793	2,438,663	4,812,545
11.	Outside referrals				
12.	Emergency room and out-of-area		3,745,005	3,492,726	7,246,517
13.	Prescription drugs		5,293,515	4,631,123	9,312,966
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts		79,774	36,468	(387,752)
16.	Subtotal (Lines 9 to 15)		38,684,407	35,612,279	74,546,712
Less:					
17.	Net reinsurance recoveries		2,250	3,193	336,486
18.	Total hospital and medical (Lines 16 minus 17)		38,682,157	35,609,086	74,210,226
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including \$.....0 cost containment expenses		163,150	160,047	326,189
21.	General administrative expenses		8,290,985	8,131,943	16,347,303
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		47,136,292	43,901,076	90,883,718
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	37,583	989,690	(16,952)
25.	Net investment income earned		43,842	32,270	69,510
26.	Net realized capital gains (losses) less capital gains tax of \$.....0				
27.	Net investment gains or (losses) (Lines 25 plus 26)		43,842	32,270	69,510
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]				
29.	Aggregate write-ins for other income or expenses				
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	81,425	1,021,960	52,558
31.	Federal and foreign income taxes incurred	X X X			
32.	Net income (loss) (Lines 30 minus 31)	X X X	81,425	1,021,960	52,558
DETAILS OF WRITE-INS					
0601.	X X X			
0602.	X X X			
0603.	X X X			
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401.	Other Expense				
1402.				
1403.				
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)				
2901.				
2902.				
2903.				
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	15,288,994	15,424,225	15,424,225
34.	Net income or (loss) from Line 32	81,425	1,021,960	52,558
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			
39.	Change in nonadmitted assets	86,946	(1,433)	(187,789)
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
44.1	Paid in			
44.2	Transferred from surplus (Stock Dividend)			
44.3	Transferred to surplus			
45.	Surplus adjustments:			
45.1	Paid in			
45.2	Transferred to capital (Stock Dividend)			
45.3	Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	168,371	1,020,527	(135,231)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	15,457,365	16,444,752	15,288,994
DETAILS OF WRITE-INS				
4701.
4702.
4703.
4798.	Summary of remaining write-ins for Line 47 from overflow page
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)

CASH FLOW

		1	2	3
		Current	Prior	Prior
		Year	Year	Year Ended
		To Date	To Date	December 31
Cash from Operations				
1.	Premiums collected net of reinsurance	47,272,334	45,132,454	90,663,176
2.	Net investment income	68,112	57,226	67,048
3.	Miscellaneous income	(178,211)	290,256	352,544
4.	Total (Lines 1 to 3)	47,162,235	45,479,936	91,082,768
5.	Benefit and loss related payments	36,379,838	34,748,695	71,963,156
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	8,723,918	8,198,203	16,395,771
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)			
10.	Total (Lines 5 through 9)	45,103,756	42,946,898	88,358,927
11.	Net cash from operations (Line 4 minus Line 10)	2,058,479	2,533,038	2,723,841
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds		538,779	639,000
12.2	Stocks		13,787	13,788
12.3	Mortgage loans			
12.4	Real estate			
12.5	Other invested assets			
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments	(5,448)		
12.7	Miscellaneous proceeds			1,168
12.8	Total investment proceeds (Lines 12.1 to 12.7)	(5,448)	552,566	653,956
13.	Cost of investments acquired (long-term only):			
13.1	Bonds		99,000	1,095,000
13.2	Stocks			
13.3	Mortgage loans			
13.4	Real estate			
13.5	Other invested assets			
13.6	Miscellaneous applications			1
13.7	Total investments acquired (Lines 13.1 to 13.6)		99,000	1,095,001
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(5,448)	453,566	(441,045)
Cash from Financing and Miscellaneous Sources				
16.	Cash provided (applied):			
16.1	Surplus notes, capital notes			
16.2	Capital and paid in surplus, less treasury stock			
16.3	Borrowed funds			
16.4	Net deposits on deposit-type contracts and other insurance liabilities			
16.5	Dividends to stockholders			
16.6	Other cash provided (applied)	(758,654)	(175,612)	575,250
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(758,654)	(175,612)	575,250
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS				
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	1,294,377	2,810,992	2,858,046
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	25,785,470	22,927,424	22,927,424
19.2	End of period (Line 18 plus Line 19.1)	27,079,847	25,738,416	25,785,470

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001				
20.0002				

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	27,907		27,907							
2. First Quarter	27,224		27,224							
3. Second Quarter	28,417		28,417							
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	165,888		165,888							
Total Member Ambulatory Encounters for Period:										
7. Physician	85,853		85,853							
8. Non-Physician	29,001		29,001							
9. Total	114,854		114,854							
10. Hospital Patient Days Incurred	3,813		3,813							
11. Number of Inpatient Admissions	956		956							
12. Health Premiums Written (a)	47,815,595		47,815,595							
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	47,815,595		47,815,595							
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	36,691,149		36,691,149							
18. Amount Incurred for Provision of Health Care Services	38,684,407		38,684,407							

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.0.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
Catalyst RX	454,599					454,599
0199999 Individually Listed Claims Unpaid	454,599					454,599
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	991,771					991,771
0499999 Subtotals	1,446,370					1,446,370
0599999 Unreported claims and other claim reserves						9,944,801
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						11,391,171
0899999 Accrued Medical Incentive Pool And Bonus Amounts						197,467

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
		1	2	3	4		
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical)	5,489,058	31,283,780	4,000,000	7,391,171	9,489,058	9,561,626
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare						
7.	Title XIX - Medicaid						
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	5,489,058	31,283,780	4,000,000	7,391,171	9,489,058	9,561,626
10.	Healthcare receivables (a)						
11.	Other non-health						
12.	Medical incentive pools and bonus amounts	16,780	(98,469)	17,837	179,630	34,617	36,004
13.	Totals (Lines 9 - 10 + 11 + 12)	5,505,838	31,185,311	4,017,837	7,570,801	9,523,675	9,597,630

(a) Excludes \$.00 loans or advances to providers not yet expensed.

Notes to Financial Statement

Note 1 - Nature of Business and Significant Accounting Policies

Total Health Care USA, Inc. (the "Company"), a not-for-profit corporation and wholly owned subsidiary of Total Health Care, Inc., operates as a state-licensed health maintenance organization (HMO) effective October 2005. The Company provides medical services to persons primarily in southeastern Michigan who subscribe as part of an employer group or as individuals.

Statutory Basis of Accounting - The financial statements have been prepared in accordance with the NAIC Accounting Practices and Procedures manual and the statutory accounting principles as prescribed by Section 1007 of the Michigan statutes. Statutory accounting principles differ from generally accepted accounting principles (GAAP) in their definition of assets and liabilities. Specifically, certain assets (such as certain receivables from affiliates) are excluded from the statutory-basis balance sheet. GAAP net assets exceed statutory net assets by approximately \$655,000 and \$742,000 at June 30, 2012 and December 31, 2011, respectively. There are no significant differences between statutory accounting principles prescribed by NAIC and the State of Michigan accounting requirements that are applicable to the Company.

Cash and Short-term Investments - The Company considers all highly liquid investments purchased with an original maturity of three months or less when purchased to be cash equivalents. Certificates of deposit in banks or other similar financial institutions with maturity dates of one year or less from the acquisition date are considered cash under statutory accounting principles.

Investments - Short-term investments and long-term certificates of deposit are recorded at amortized cost, which approximates fair market value. Long-term certificates of deposit are classified as bonds on the balance sheet per statutory guidance. Investment income or loss (including realized gains and losses on investments, interest, and dividends) is included in net investment income on the statement of operations. Changes in unrealized gains and losses on investments are included as a direct adjustment to capital and surplus.

Revenue Recognition and Health Premiums Due and Unpaid - Subscriber premiums are recognized in the period that members are entitled to related health care services. A substantial portion of health premiums due and unpaid is due from third-party payors for subscribers located within southeastern Michigan. Health premiums due and unpaid are stated at invoice amounts. Unpaid invoices greater than 90 days old are treated as non-admitted for statutory accounting purposes.

Recognition of Medical and Hospital Expenses - Medical and hospital expenses and the related liabilities are recorded when eligible medical and hospital services are authorized or performed. Claims unpaid represent management's estimate of the ultimate cost to settle all claims incurred prior to year-end. Capitation retained for the settlement of risk-sharing is included in the accrued medical incentive pool liability at June 30, 2012 and December 31, 2011.

Physician Group Contracts - The Company contracts with physician groups for the provision of medical care and compensates the groups on a capitation basis. During 2007, the Company revised its physician group contracts. These contracts have a specialty claims incentive and pay-for-performance incentive. If the providers meet the incentives, they share in the savings and a payable is recorded. If the providers do not meet the incentives, they share in the excess costs and a health care receivable is recorded if deemed collectible by management. During 2012 and 2011, health care receivables and payables have been recorded from/to providers.

Hospital Group Contracts - The Company contracts with several hospitals and other groups. These contracts are paid under capitated fees or various other charge arrangements.

Notes to Financial Statement

Malpractice Claims - The Company has a claims-made policy for malpractice insurance. The Company's policy is to accrue for estimated costs of claims and incidents during the term of the claims-made policy.

Employee Staffing and Purchased Services Agreement - The Company has an employee staffing and purchased services agreement with Total Health Care, Inc., its parent company, which is responsible for payment of most of the management, operational, and administrative expenses. Ultimate operational control rests with the board of directors of Total Health Care USA, Inc.

Income Taxes - Total Health Care USA, Inc. has received federal income tax exemption under Internal Revenue Code Section 501(c)(4). The Company is also exempt from state and local income taxes.

Funds Maintained Under Statutory Requirements - The Company maintains segregated funds under statutory requirements to protect members and health care providers in the event the Company is unable to meet its contractual obligations. These funds can be issued only at the direction of the insurance commissioner in accordance with statutory and contractual provisions. At June 30, 2012 and December 31, 2011, \$1,005,999 and \$1,004,372 were held in long-term certificates of deposit and money market funds to fulfill these requirements. Interest earned on these funds can be utilized by the Company.

Use of Estimates - The preparation of financial statements in conformity with statutory accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Certain significant estimates exist relating to unpaid claims. It is at least reasonably possible that these estimates will be materially revised in the near term.

A reconciliation of the Total Health USA's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Michigan is shown below:

	2012	2011
(1) Net Income - State Basis	81,425	52,558
(2) State Prescribed Practices (Income):	0	0
Depreciation of fixed assets		
(3) State Permitted Practices (Income):	0	0
Depreciation, home office property		
(4) Net Income, NAIC SAP	81,425	52,558
(5) Statutory Surplus State Basis	15,457,365	15,288,994
(6) State Prescribed Practices (Surplus):	0	0
Goodwill, net		
Fixed Assets, net		
(7) State Permitted Practices (Surplus):	0	0
Home Office Property		
(8) Statutory Surplus, NAIC SAP	15,457,365	15,288,994

Note 2 - Accounting Changes and Corrections of Errors

NO CHANGE

Note 3 - Business Combinations and Goodwill

This note is not applicable to the Company.

Note 4 - Discontinued Operations

This note is not applicable to the Company.

Notes to Financial Statement

Note 5 - Investments

The Company does not have investments relating to mortgage loans, debt restructuring, reverse mortgages, loan-backed securities, repurchase agreement, or real estate.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

The Company has no investments in joint ventures, partnerships, or limited liability companies.

Note 7 - Investment Income

The Company has no investment income due and accrued over 90 days past due.

Note 8 - Derivative Instruments

The Company does not invest in derivatives.

Note 9 - Income Taxes

This note is not applicable to the Company.

Note 10 - Information Concerning Parent, Subsidiaries, and Affiliates

NO CHANGE

Note 11 - Debt

This note is not applicable to the Company.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences, and Other Postretirement Benefit Plans

This note is not applicable to the Company.

Note 13 - Capital and Surplus, Stockholders' Dividend Restrictions, and Quasi-reorganizations

NO CHANGE

Note 14 - Contingencies

NO CHANGE

Note 15 - Leases

This note is not applicable to the Company.

Note 16 - Information about Financial Instruments with Off-balance-sheet Risk and Financial Instruments with Concentrations of Credit Risk

This note is not applicable to the Company.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

This note is not applicable to the Company.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

This note is not applicable to the Company.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third-party Administrators

This note is not applicable to the Company.

Note 20 - Fair Value Measurements

The following table presents information about the Company's assets and liabilities measured at fair value at June 30, 2012, and the valuation techniques used by the Company to determine those fair values.

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Notes to Financial Statement

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based in the lowest level input that is significant to the valuation. The Company’s assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

Fair Value Measurements at Reporting Date

Description		Level 1	Level 2	Level 3	Total
Assets at fair value					
Money Market					
Funds -	Industrial and misc.	331,224			331,224
Total assets at fair value		331,224			331,224

Note 21 - Other Items

NO CHANGE

Note 22 - Events Subsequent

No unusual or material events have occurred subsequent to year end.

Note 23 - Reinsurance

A. Ceded Reinsurance Report

NO CHANGE

B. Uncollectible Reinsurance

NO CHANGE

C. Commutation of Ceded Reinsurance

NO CHANGE

Note 24 - Retrospectively Rated Contracts and Contracts Subject to Redetermination

NO CHANGE

Note 25 - Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$9,810,795. As of June 30, 2012, \$5,505,838 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$4,017,837 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on Comprehensive Medical lines of business. Therefore, there has been a \$287,120 favorable prior-year development since December 31, 2011 to June 30, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

Note 26 - Intercompany Pooling Arrangements

This note is not applicable to the Company.

Note 27 - Structured Settlements

This note is not applicable to the Company.

Note 28 - Health Care Receivables

NO CHANGE

Notes to Financial Statement

Note 29 - Participating Policies

This note is not applicable to the Company.

Note 30 - Premium Deficiency Reserves

This note is not applicable to the Company.

Note 31 - Anticipated Salvage and Subrogation

NO CHANGE

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[] No[] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[] No[X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes[] No[X]
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes[] No[] N/A[X]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

04/25/2011
- 6.4 By what department or departments?
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[X] No[] N/A[]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[X] No[] N/A[]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
		Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes[X] No[]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[X] No[]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$.....1,602

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....0
13. Amount of real estate and mortgages held in short-term investments:

\$.....0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[] No[X]
- 14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

		1	2
		Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21	Bonds		
14.22	Preferred Stock		
14.23	Common Stock		
14.24	Short-Term Investments		
14.25	Mortgages Loans on Real Estate		
14.26	All Other		
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes[] No[X]
Yes[] No[] N/A[X]

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[X] No[]

1	2
Name of Custodian(s)	Custodian Address
COMERICA BANK - LYNN HUTZEL-UISEL	611 WOODWARD AVE., DETROIT, MI 48226
FIRST INDEPENDENCE NAT'L BANK - RHONDA PUGH	44 MICHIGAN AVE., DETROIT, MI 48226

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

16.4 If yes, give full and complete information relating thereto:

Yes[] No[X]

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

17.2 If no, list exceptions:
NOT REQUIRED BY STATE OF DOMICILE

Yes[] No[X]

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	81.240%
1.2 A&H cost containment percent	0.340%
1.3 A&H expense percent excluding cost containment expenses	17.340%
2.1 Do you act as a custodian for health savings accounts?	Yes[] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Accident and Health - Affiliates						
60739	74-0484030 11/01/2011	AMERICAN NATL INS CO	TX SSL/L/I Yes[X] No[]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS
Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N								
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	L	47,815,595						47,815,595	
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N								
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CN)	N								
58.	Aggregate other alien (OT)	X X X								
59.	Subtotal	X X X	47,815,595						47,815,595	
60.	Reporting entity contributions for Employee Benefit Plans	X X X								
61.	Total (Direct Business)	(a)..... 1	47,815,595						47,815,595	
DETAILS OF WRITE-INS										
5801.	X X X								
5802.	X X X								
5803.	X X X								
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

TOTAL HEALTH CARE, INC. – PARENT
38-2018957, NAIC #95644, STATE OF MICHIGAN

TOTAL HEALTH CARE USA, INC. – WHOLLY OWNED SUBSIDIARY OF TOTAL HEALTH CARE, INC.
383240485, NAIC #12326, STATE OF MICHIGAN

TOTAL HEALTH CHOICE, INC. – WHOLLY OWNED SUBSIDIARY OF TOTAL HEALTH CARE, INC.
33-0603319, NAIC #95134, STATE OF FLORIDA

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp-any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domic-iliary Loca-tion	Relation-ship to Report-ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
1238 ..	TOTAL HEALTH GROUP	95644	38-2018957	TOTAL HEALTH CARE INC	MI UDP
1238 ..	TOTAL HEALTH GROUP	12326	38-3240485	TOTAL HEALTH CARE USA INC	MI	TOTAL HEALTH CARE INC	OWNERSHIP	100.0	TOTAL HEALTH CARE INC
1238 ..	TOTAL HEALTH GROUP	95134	33-0603319	TOTAL HEALTH CHOICE INC ..	FL IA ...	TOTAL HEALTH CARE INC	OWNERSHIP	100.0	TOTAL HEALTH CARE INC

Asterisk	Explanation
0000001

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

RESPONSE
No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. 0
2597. Summary of remaining write-ins for Line 25 (Lines 2504 through 2596)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
4704.
4797. Summary of remaining write-ins for Line 47 (Lines 4704 through 4796)

STATEMENT AS OF **June 30, 2012** OF THE **TOTAL HEALTH CARE USA, INC.**

SCHEDULE A - VERIFICATION

Real Estate		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points		
9. Total foreign exchange change in book value/recorded investment		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	994,551	553,506
2. Cost of bonds and stocks acquired		1,095,000
3. Accrual of discount		
4. Unrealized valuation increase (decrease)	5,448	(1,168)
5. Total gain (loss) on disposals		1
6. Deduct consideration for bonds and stocks disposed of		652,788
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	999,999	994,551
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	999,999	994,551

SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	1,015,995	2,812,352	2,498,177	1,053	1,015,995	1,331,223		1,150,332
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	1,015,995	2,812,352	2,498,177	1,053	1,015,995	1,331,223		1,150,332
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	1,015,995	2,812,352	2,498,177	1,053	1,015,995	1,331,223		1,150,332

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short - Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	331,224	X X X	331,224	149	

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	155,781	1,718,170
2.	Cost of short-term investments acquired	2,813,620	3,815,613
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	2,638,177	5,378,002
7.	Deduct amortization of premium		
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	331,224	155,781
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	331,224	155,781

SI04	Schedule DB - Part A Verification	NONE
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SI04	Schedule DB - Part B Verification	NONE
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SI05	Schedule DB Part C Section 1	NONE
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SI06	Schedule DB Part C Section 2	NONE
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SI07	Schedule DB - Verification	NONE
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SI08 Schedule E - Verification (Cash Equivalents) NONE

E01	Schedule A Part 2	NONE
E01	Schedule A Part 3	NONE
E02	Schedule B Part 2	NONE
E02	Schedule B Part 3	NONE
E03	Schedule BA Part 2	NONE
E03	Schedule BA Part 3	NONE
E04	Schedule D Part 3	NONE
E05	Schedule D Part 4	NONE
E06	Schedule DB Part A Section 1	NONE
E07	Schedule DB Part B Section 1	NONE
E08	Schedule DB Part D	NONE
E09	Schedule DL - Part 1 - Securities Lending Collateral Assets	NONE
E10	Schedule DL - Part 2 - Securities Lending Collateral Assets	NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances										
1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
							First Month	Second Month	Third Month	
open depositories										
FIRST INDEPENDENCE										
NAT'L BANK	FINB						269,972	1,025	44,456	X X X
COMERICA BANK	Comerica Bank			0.100	2,159	721	16,741,043	17,805,182	15,884,010	X X X
Alpine Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Beacon Federal	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Citizens Savings Bank & Trust Co	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
CoBiz Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Empire Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
First Citizens National Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
First County Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
First Interstate Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Hawthorn Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Iberiabank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Independent Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Inland Community Bank, NA	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
InsurBank	FINB - CDARS	06/28/2012		0.648	807		124,504	124,504		X X X
Minnwest Bank, M.V.	FINB - CDARS	06/28/2012		0.648	564		87,000	87,000		X X X
Paragon Commercial Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Pinnacle Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
RepublicBankAz, N.A.	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Sovereign Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Susquehanna Bank	FINB - CDARS	06/28/2012		0.648	564		87,000	87,000		X X X
The F&M Bank & Trust Company	FINB - CDARS	06/28/2012		0.648	146		22,500	22,500		X X X
The Park National Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
The Private Bank & Trust Company	FINB - CDARS	06/28/2012		0.648	1,283		197,996	197,996		X X X
TriState Capital Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Umpqua Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Union Bank & Trust Company	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Union Center National Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
United Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
United Central Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Valley Green Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Virginia National Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
West Bank	FINB - CDARS	06/28/2012		0.648	376		58,000	58,000		X X X
Western Alliance Bank	FINB - CDARS	06/28/2012		0.648	1,527		235,500	235,500		X X X
Apple Bank for Savings	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Armstrong Bank	FINB - CDARS	06/27/2013		0.600		11			230,593	X X X
Bank of the West	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Carolina Alliance Bank	FINB - CDARS	06/27/2013		0.600		4			75,111	X X X
Citizens Savings Bank & Trust Co	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
CoBiz Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
EverBank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Fieldpoint Private Bank & Trust	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
First State Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Flagstar Bank, FSB	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Hawthorn Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Heritage Bank National Association	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Pinnacle Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
RepublicBankAz, N.A.	FINB - CDARS	06/27/2013		0.600		11			226,569	X X X
Southwest National Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Sovereign Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
The Citizens State Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
The Huntington National Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
The Park National Bank	FINB - CDARS	06/27/2013		0.600		4			80,228	X X X
The Private Bank & Trust Company	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
The Security National Bank of Enid	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
The Washington Trust Company of Westerly	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Traditional Bank, Inc.	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
TriState Capital Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
United Community Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Valley Green Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Virginia National Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
West Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
Western Alliance Bank	FINB - CDARS	06/27/2013		0.600		12			243,500	X X X
BMW BK										
NorthAmerSaltLakeCity rate .45	Comerica Bank	05/25/2012		0.450	1,117		249,007			X X X
Huntington Natl CTF DEP rate .40	Comerica Bank	05/11/2012		0.400	996		249,000			X X X
Aurora BK FSB Wilmington Del - rate .50	Comerica Bank	05/18/2012		0.500	1,248		249,010			X X X
Bank Baroda NewYork NY CTF rate .40	Comerica Bank	05/10/2012		0.400	999		249,000			X X X
SterlingSavingsBKSpokaneWACTF rate.40	Comerica Bank	05/04/2012		0.400	999		249,000			X X X

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
							First Month	Second Month	Third Month	
WrightExpressFinlSvcsCorp rate .45	Comerica Bank	05/16/2012		0.450	1,124		249,005			X X X
Discover Bank Rate .38	Comerica Bank	05/18/2012		0.380	203		250,000			X X X
Community Bank rate .35	Comerica Bank	05/18/2012		0.350	74		99,000			X X X
StateBankof India NY rate .67	Comerica Bank	05/18/2012		0.670	358		250,000			X X X
StateBankof India CA rate .45	Comerica Bank	05/18/2012		0.450	95		99,000			X X X
StateBankof India CA rate .45	Comerica Bank	05/18/2012		0.450	95		99,000			X X X
BK Of China NewYork City NY .60%	Comerica Bank	06/08/2012		0.600	1,498		249,050	249,005		X X X
BealBank Las Vegas Nev CD .30%	Comerica Bank	06/27/2012		0.300	745		248,963	248,985		X X X
Compass Bk BirminghamAla .30%	Comerica Bank	07/27/2012		0.300		690	248,943	248,965	248,985	X X X
Merrick BkCorp S Jordan .30%	Comerica Bank	07/27/2012		0.300	188	8	248,943	248,965	248,985	X X X
Beal Bk SSB Plano Tex .40%	Comerica Bank	09/19/2012		0.400		773	248,988	249,000	249,000	X X X
Goldman Sachs Bk USA .40%	Comerica Bank	09/21/2012		0.400		773	248,985	249,000	249,000	X X X
GE Money Bank .40%	Comerica Bank	09/17/2012		0.400		786	248,853	248,945	249,023	X X X
Ally Bank Midvale Utah CD .40%	Comerica Bank	09/28/2012		0.400		748	248,980	249,000	249,000	X X X
EnerbankUSASaltLakeCty .40%	Comerica Bank	01/18/2013		0.400	141	20	139,912	139,945	139,962	X X X
Banco Bilbao Vizcaya .50%	Comerica Bank	05/30/2013		0.500		109		248,758	248,843	X X X
Bank Baroda NewYork NY .40%	Comerica Bank	05/24/2013		0.400		101		248,537	248,644	X X X
Bank Hapoalim B M New York BRH .50%	Comerica Bank	05/24/2013		0.500		130		248,778	248,863	X X X
DiscoverBK Greenwood Del .40%	Comerica Bank	05/23/2013		0.400		106		248,542	248,646	X X X
Mizuho Corp BK USA Instl Ct .30%	Comerica Bank	05/23/2013		0.300		80		247,725	247,897	X X X
Safra National Bank .35%	Comerica Bank	05/31/2013		0.350		74		248,390	248,504	X X X
State Bk India New York N Y .50%	Comerica Bank	05/30/2013		0.500		109		248,759	248,843	X X X
Synovus Bk Columbus GA .35%	Comerica Bank	05/24/2013		0.350		91		248,417	248,534	X X X
Wright Express Finl Svcs corp .40%	Comerica Bank	05/29/2013		0.400		90		248,519	248,624	X X X
BankofChinaNewYorkCityNY .50%	Comerica Bank	06/13/2013		0.500		61			248,803	X X X
0199998 Deposits in0 depositories that do not exceed the allowable limit in any one depository - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X	55,481	5,800	28,133,654	28,874,442	26,748,623	X X X
0299998 Deposits in0 depositories that do not exceed the allowable limit in any one depository - suspended depositories			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X	55,481	5,800	28,133,654	28,874,442	26,748,623	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X	55,481	5,800	28,133,654	28,874,442	26,748,623	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
<div>NONE</div>							
8699999 Total - Cash Equivalents

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